

In re:
Northern Holding, LLC
Debtor

Case No. 20-13014-ES
Chapter 7

District/off: 0973-8
Date Rcvd: Mar 03, 2022

User: admin
Form ID: pdf042

Page 1 of 2
Total Noticed: 1

The following symbols are used throughout this certificate:

Symbol **Definition**

+ Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Mar 05, 2022:

Recip ID	Recipient Name and Address
db	+ Northern Holding, LLC, 13217 Jamboree Rd #429, Tustin, CA 92782-9158

TOTAL: 1

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI).

NONE

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

NONE

NOTICE CERTIFICATION

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Mar 05, 2022

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on March 3, 2022 at the address(es) listed below:

Name	Email Address
D Edward Hays	on behalf of Trustee Richard A Marshack (TR) ehays@marshackhays.com ehays@ecf.courtdrive.com;kfrederick@ecf.courtdrive.com;cmendoza@marshackhays.com;cmendoza@ecf.courtdrive.com
David Wood	on behalf of Interested Party Courtesy NEF dwood@marshackhays.com dwood@ecf.courtdrive.com;lbuchananmh@ecf.courtdrive.com;kfrederick@ecf.courtdrive.com
Elissa Miller	on behalf of Interested Party Bank Direct Capital Finance emiller@sulmeyerlaw.com emillersk@ecf.inforuptcy.com;ccaldwell@sulmeyerlaw.com
Elissa Miller	on behalf of Interested Party Elissa D. Miller emiller@sulmeyerlaw.com emillersk@ecf.inforuptcy.com;ccaldwell@sulmeyerlaw.com
Gerrick Warrington	

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Page 2 of 2

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on behalf of Creditor Farm Credit West FLCA gwarrington@frandzel.com, sking@frandzel.com

Kari L Ley

on behalf of Respondent Joanne Russell Ley1238@att.net

Kari L Ley

on behalf of Respondent Erich Russell Ley1238@att.net

Kristine A Thagard

on behalf of Trustee Richard A Marshack (TR) kthagard@marshackhays.com
kthagard@ecf.courtdrive.com;kfrederick@ecf.courtdrive.com

Matthew D. Resnik

on behalf of Debtor Northern Holding LLC matt@rhmfirm.com,
roksana@rhmfirm.com;rosario@rhmfirm.com;susie@rhmfirm.com;max@rhmfirm.com;priscilla@rhmfirm.com;pardis@rhmfirm.com;
russ@rhmfirm.com;rebeca@rhmfirm.com;david@rhmfirm.com;sloan@rhmfirm.com

Michael J Gomez

on behalf of Creditor Farm Credit West FLCA mgomez@frandzel.com, dmoore@frandzel.com

Nancy S Goldenberg

on behalf of U.S. Trustee United States Trustee (SA) nancy.goldenberg@usdoj.gov

Paul F Ready

on behalf of Creditor Adler Belmont Group Inc. tamara@farmerandready.com

Reed S Waddell

on behalf of Creditor Farm Credit West FLCA rwaddell@frandzel.com, sking@frandzel.com

Richard A Marshack (TR)

pkraus@marshackhays.com rmarshack@iq7technology.com;ecf.alert+Marshack@titlexi.com

Roksana D. Moradi-Brovia

on behalf of Debtor Northern Holding LLC roksana@rhmfirm.com,
matt@rhmfirm.com;rosario@rhmfirm.com;susie@rhmfirm.com;max@rhmfirm.com;priscilla@rhmfirm.com;pardis@rhmfirm.com;
russ@rhmfirm.com;rebeca@rhmfirm.com;david@rhmfirm.com;sloan@rhmfirm.com

Steve Burnell

on behalf of Interested Party Request Courtesy NEF sburnell@sulmeyerlaw.com
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Tinho Mang

on behalf of Interested Party Courtesy NEF tmang@marshackhays.com
tmang@ecf.courtdrive.com;kfrederick@ecf.courtdrive.com;cmendoza@ecf.courtdrive.com

Tinho Mang

on behalf of Trustee Richard A Marshack (TR) tmang@marshackhays.com
tmang@ecf.courtdrive.com;kfrederick@ecf.courtdrive.com;cmendoza@ecf.courtdrive.com

United States Trustee (SA)

ustpregion16.sa.ecf@usdoj.gov

Victor A Sahn

on behalf of Interested Party Riboli Paso Robles LLC vsahn@sulmeyerlaw.com,
pdillamar@sulmeyerlaw.com;pdillamar@ecf.inforuptcy.com;vsahn@ecf.inforuptcy.com;cblair@sulmeyerlaw.com;cblair@ecf.inf
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Victor A Sahn

on behalf of Interested Party Request Courtesy NEF vsahn@sulmeyerlaw.com
pdillamar@sulmeyerlaw.com;pdillamar@ecf.inforuptcy.com;vsahn@ecf.inforuptcy.com;cblair@sulmeyerlaw.com;cblair@ecf.inf
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William H Brownstein

on behalf of Interested Party William Brownstein Brownsteinlaw.bill@gmail.com

TOTAL: 22

1 KRISTINE A. THAGARD, #94401
kthagard@marshackhays.com
2 TINHO MANG, #322146
tmang@marshackhays.com
3 MARSHACK HAYS LLP
870 Roosevelt
4 Irvine, California 92620
Telephone: (949) 333-7777
5 Facsimile: (949) 333-7778
6 Attorneys for Chapter 7 Trustee,
RICHARD A. MARSHACK
7

FILED & ENTERED

MAR 03 2022

CLERK U.S. BANKRUPTCY COURT
Central District of California
BY duarte DEPUTY CLERK

8 UNITED STATES BANKRUPTCY COURT

9 CENTRAL DISTRICT OF CALIFORNIA – SANTA ANA DIVISION

10 In re
11 NORTHERN HOLDING, LLC,
12 Debtor.

Case No. 8:20-bk-13014-ES

Chapter 7

13 FINDINGS OF FACT AND
14 CONCLUSIONS OF LAW RE: ORDER
15 GRANTING CHAPTER 7 TRUSTEE'S
16 MOTION FOR ORDER (1)
17 AUTHORIZING SALE OF REAL
18 PROPERTY LOCATED AT 2380 LIVE
19 OAK ROAD, PASO ROBLES, CA: (A)
OUTSIDE THE ORDINARY COURSE OF
BUSINESS; (B) FREE AND CLEAR OF
LIENS, CLAIMS, AND
ENCUMBRANCES; (C) SUBJECT TO
OVERBID; (D) FOR DETERMINATION
OF GOOD FAITH PURCHASER UNDER
11 U.S.C. §363(M); AND (2)
AUTHORIZING AMENDMENT TO
PURCHASE AND SALE AGREEMENT

20
21 ▪ EXHIBIT ATTACHED
(SIGNATURE PAGE)

22 Date: February 9, 2022¹
23 Time: 2:00 p.m.
24 Ctrm: 6C
25 Location: United States Bankruptcy Court
411 West Fourth Street
Santa Ana, CA 92701-4593

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28 ¹ Hearing Date specially set with permission.

1 On February 9, 2022, at 2:00 p.m., the Court held a hearing on the motion filed by Richard
2 A. Marshack, the duly appointed and acting chapter 7 trustee (“Trustee”)² for the bankruptcy estate
3 (“Estate”) of Northern Holding, LLC (“Debtor”), entitled *“Chapter 7 Trustee’s Motion for Order (1)*
4 *Authorizing Sale of Real Property Located at 2380 Live Oak Road, Paso Robles, CA (A) Outside The*
5 *Ordinary Course Of Business; (B) Free And Clear Of Liens and Encumbrances; (C) Subject to*
6 *Overbids; and (D) For Determination of Good Faith Purchasers Under § 363(M; and (2)*
7 *Authorizing Amendment to Purchase and Sale Agreement”* filed on January 19, 2022, as docket
8 number 278 (“Motion”). Appearances were as noted on the record.

9 On October 20, 2021, as Dk. No. 238, the Court entered an order granting the Bid Procedure
10 Motion (“Bidding Procedures Order”). At the hearing on the Motion, the Court inquired if there
11 were any overbidders. The Court hearing no overbids regarding the real property commonly known
12 as 2380 Live Oak Road, Paso Robles, CA (“Property”) confirmed that Riboli Paso Robles, LLC
13 (“Buyer”) was the successful bidder at the price of \$9,100,000.

14 The Court has further reviewed the declaration of Richard A. Marshack filed as part of the
15 Motion and based on the testimony has determined that a good faith finding under 11 U.S.C. §
16 363(m) is appropriate.

17 After considering the Trustee’s Motion, declarations, supporting evidence, the conditional
18 opposition by Farm Credit West, FCLA (“FCW”), all other pleadings and documents filed in the
19 proceeding and the arguments and representations of the parties during the hearing, and for the
20 reasons set forth in the Motion and as stated on the record during the hearing, the Court makes the
21 following findings of fact and conclusions of law in support of the separately entered Order granting
22 the Motion:

FINDING OF FACTS

24 1. **Ownership:** Northern Holding, LLC, a Minnesota limited liability company and the
25 Debtor in this case, is the undisputed title owner of the Property and the Property is property of the
26 Estate which may be administered by the Trustee. No party other than FCW provided evidence

²⁸ ² All terms not otherwise defined herein are used as they are defined in the Motion.

1 under 11 U.S.C. § 363(p)(2) proving any other interest in the Property, and consequently, all such
2 disputes from anyone other than FCW are waived and forfeited.

3 **2. Jurisdiction:** This Court has jurisdiction to consider the Motion and the relief
4 requested therein pursuant to 28 U.S.C. §§ 157 and 1334. Approval of the Trustee's entry into the
5 Purchase and Sale Agreement ("PSA"), and the transactions contemplated thereby is a core
6 proceeding under 28 U.S.C. §§ 157(b)(2)(A), (M), (N), and (O).

7 **3. Venue:** Venue of these cases in this district is proper pursuant to 28 U.S.C. § 1409.

8 **4. Statutory Predicates:** The statutory predicates for the approval of the PSA and
9 transactions contemplated therein include sections 102(1)(A), 105, 363, 364 and 554 of Title 11 of
10 the United States Code, 11 U.S.C. §§ 101, *et seq.* (the "Bankruptcy Code"), Rules 2002, 4001, 6004
11 and 9014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Local
12 Bankruptcy Rules 6004-1 and 9013-1 *et seq.*

13 **5. Notice:** Proper, timely, adequate and sufficient notice of the Motion and the Sale
14 Hearing has been provided in accordance with sections 102(1), 105(a), and 363 of the Bankruptcy
15 Code, Bankruptcy Rules 2002, 4001, and 6004, and in compliance with the Bidding Procedures
16 Order. No other or further notice is required.

17 **6. Opportunity to be Heard:** A reasonable opportunity to object or be heard regarding
18 the relief requested in the Motion and the transactions pursuant thereto has been afforded to all
19 interested persons and entities, including, without limitation, the following: (i) the Office of the
20 United States Trustee, (ii) counsel to the secured creditor Farm Credit West, FCLA, (iii) all parties
21 who are known to assert any lien, claim, interest or encumbrance in or upon the Property, (iv) all
22 applicable federal, state, and local taxing authorities (collectively, the "Taxing Authorities"), (v) all
23 other applicable parties in interest, including all entities on the general case service list as of the date
24 of entry of the Bidding Procedures Order. All parties receiving notice of the Motion who failed to
25 file a response or opposition to the Motion are deemed to have waived and forfeited any opposition
26 to the Motion.

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1 **7. Marketing Process:** As demonstrated by: (i) the Declarations of Richard A.
2 Marshack and K. Kevin Otus and Jeff Azuse (“Declarations”) and the Request for Judicial Notice
3 (“RJN”) and (iii) the representations of counsel made on the record at the Sale Hearing, the Trustee
4 has thoroughly marketed the Property and has conducted the bidding solicitation fairly, with
5 adequate opportunity for parties that either expressed an interest in acquiring the Property, or who
6 the Trustee believed may have had an interest in acquiring or liquidating the Property, to submit
7 competing bids. The Trustee has negotiated and undertaken its role leading to the Sale and entry
8 into the PSA in a diligent, non-collusive, fair and good faith manner. The Trustee has conducted the
9 marketing and sale process as set forth in and in accordance with the Trustee Sale Motion and the
10 Bidding Procedures Order.

11 **8. Highest and Best Offer:** The PSA attached hereto as Exhibit A, including the form
12 and total consideration to be realized by the Trustee pursuant to the PSA, and amendments to the
13 PSA, (i) is the highest and best offer received by the Trustee for the Property, (ii) is fair and
14 reasonable, and (iii) is in the best interests of the Debtor, its bankruptcy estate, the debtor's creditors
15 and all other parties in interest.

16 **9. Business Judgment:** The Trustee's decision to enter into and perform his obligations
17 under the PSA, is a reasonable exercise of the Trustee's sound business judgment consistent with his
18 fiduciary duties and is in the best interests of the Debtor, its bankruptcy estate, the debtor's creditors,
19 and all other parties in interest. The Trustee has articulated good and sufficient reasons for the
20 approval of the PSA and the sale to Buyer pursuant thereto.

21 **10. Time of the Essence:** Time is of the essence in effectuating the PSA and proceeding
22 with the sale contemplated therein without interruption. Accordingly, cause exists to lift the stay
23 under Federal Rule of Bankruptcy Procedure 6004(h) and permit the immediate effectiveness of this
24 Order.

25 **11. Sale Free and Clear:** With the sole exception of the lien of FCW, which will be
26 satisfied by the closing of escrow for this sale of the Property pursuant to which FCW will be paid
27 from the escrow and FCW will provide a partial reconveyance of its Deed of Trust to the escrow
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1 agent, good cause has been shown in the Motion to approve a sale free and clear of liens, claims,
2 encumbrances, rights of possession, defenses (including, without limitation, rights of setoff and
3 recoupment) and interests, including, without limitation, security interests of whatever kind or
4 nature, mortgages, conditional sales or title retention agreements, pledges, deeds of trust,
5 hypothecations, liens, encumbrances, assignments, preferences, debts, charges, suits, licenses,
6 options, rights-of-recovery, judgments, orders, and decrees of any court or foreign or domestic
7 governmental entity (collectively "Interests") . Without limiting the forgoing, the Property is sold
8 free and clear of any Interests of Erich Russell, Joanne Russell, LeRoy E. Codding IV, Rabbit Ridge
9 Wine Sales, Inc., and any affiliates, principals, employees, or subsidiaries of Erich Russell, Joanne
10 Russell, LeRoy E. Codding IV, or Rabbit Ridge Wine Sales, Inc.

11 **12. No Successor Liability:** No sale, transfer or other disposition of the Property
12 pursuant to the PSA or entry into the PSA will subject Trustee or Buyer to any liability for claims,
13 obligations or encumbrances asserted against the Debtors or the Debtor's interest in the Property by
14 reason of such transfer under any laws, including, without limitation, any bulk-transfer laws or any
15 theory of successor or transferee liability, antitrust, environmental, product line, de facto merger or
16 substantial continuity or similar theories. Trustee and Buyer are not successors to the Debtor or its
17 bankruptcy estate.

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Date: March 3, 2022

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Erithe Smith
United States Bankruptcy Judge

1 SIGNATURE PAGE TO FINDINGS OF FACT AND CONCLUSIONS OF LAW RE: ORDER
2 GRANTING CHAPTER 7 TRUSTEE'S MOTION FOR ORDER (1) AUTHORIZING SALE OF
3 REAL PROPERTY LOCATED AT 2380 LIVE OAK ROAD, PASO ROBLES, CA: (A) OUTSIDE
4 THE ORDINARY COURSE OF BUSINESS; (B) FREE AND CLEAR OF LIENS, CLAIMS, AND
5 ENCUMBRANCES; (C) SUBJECT TO OVERBID; (D) FOR DETERMINATION OF GOOD
6 FAITH PURCHASER UNDER 11 U.S.C. §363(M); AND (2) AUTHORIZING AMENDMENT TO
7 PURCHASE AND SALE AGREEMENT
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9
10

11 APPROVED AS TO FORM:
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14

15 FRANDZEL ROBINS BLOOM & CSATO, L.C.
16
17

18 
19 MICHAEL J. GOMEZ
20 REED S. WADDELL, Attorneys for
21 FARM CREDIT WEST, FLCA
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28

SULMEYER KUPETZ

18 VICTOR A. SAHN
19 STEVE BURNELL, Attorneys for
20 RIBOLI PASO ROBLES, LLC
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7 APPROVED AS TO FORM:
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12
13 MICHAEL J. GOMEZ
REED S. WADDELL, Attorneys for
FARM CREDIT WEST, FLCA
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15
16 SULMEYER KUPETZ
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19 VICTOR A. SAHN
STEVE BURNELL, Attorneys for
RIBOLI PASO ROBLES, LLC
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7 PURCHASE AND SALE AGREEMENT

8
9 APPROVED AS TO FORM:

10 FRANDZEL ROBINS BLOOM & CSATO, L.C.

11 [See Attached Signature Page]

12 MICHAEL J. GOMEZ
13 REED S. WADDELL, Attorneys for
14 FARM CREDIT WEST, FLCA

15
16 SULMEYER KUPETZ

17 [See Attached Signature Page]

18 VICTOR A. SAHN
19 STEVE BURNELL, Attorneys for
20 RIBOLI PASO ROBLES, LLC

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